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**CrownMedia**  
HOLDINGS, INC.

September 29, 2014

**VIA ELECTRONIC FILING**

Ms. Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street SW  
Washington, DC 20554

Re: Applications of Comcast Corporation and Time Warner Cable, Inc.  
Charter Communications Inc. and SpinCo, MB Docket No. 14-57;  
Applications of AT&T, Inc. and DIRECTV, MB Docket No. 14-90

Dear Ms. Dortch:

Crown Media Holdings, Inc. ("Crown Media") responds to the Media Bureau's ("Bureau") Public Notice regarding the procedures for maintaining the confidentiality of affiliation agreements with multichannel video programming distributors ("MVPDs") produced in these proceedings. *Media Bureau Seeks Comment on Issues Raised by Certain Programmers and Broadcasters Regarding the Production of Certain Documents in Comcast-Time Warner Cable-Charter and AT&T-DIRECTV Transaction Proceedings*, MB Docket Nos. 14-57 & 14-90, DA 14-1383 (rel. Sept. 23, 2014) ("Public Notice").

Crown Media owns and operates the Hallmark Channel and Hallmark Movies and Mysteries. The Hallmark Channel features a variety of programming suitable for family viewing, including original series, such as *Cedar Cove*; original movies, including 12 new movies in its Countdown to Christmas; lifestyle programming, currently featuring *Home and Family*; and popular previously-aired television series. The Hallmark Channel is one of the most widely distributed independent networks in the United States, with over 86 million subscribers as of December 31, 2013. Hallmark Movies and Mysteries offers movies and other programming also appropriate for family viewing, including original movies, classical theatrical films, and presentations from the award-winning Hallmark Hall of Fame collection. As of December 31, 2013, Hallmark Movies and Mysteries had 53 million subscribers, making it one of the fastest growing new cable networks. See Crown Media Holdings, Inc., Form 10-K, filed Feb. 21, 2014, at 3.

Crown Media has affiliation agreements with multiple parties in these proceedings for both Hallmark Channel and Hallmark Movies and Mysteries and has received notices that its affiliation agreements have been requested by the U.S. Department of Justice ("DOJ") and/or Commission. In the Public Notice, the Bureau asks if such affiliation agreements "warrant additional protection beyond that provided pursuant to [the] existing protective orders in these



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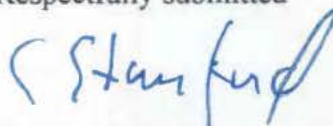
proceedings?" Public Notice at 1. Crown Media responds that affiliation agreements should receive the highest level of protection because of their commercial sensitivity and that the confidentiality protections in the current protective orders are inadequate. Crown Media respectfully requests that the Bureau accord these affiliation agreements enhanced protection by removing them from the public record in these proceedings and maintaining the agreements at the DOJ for review by Commission staff.

Crown Media generally supports the views on confidentiality expressed by the "Content Companies" in their September 23, 2014 letter filed in these dockets.<sup>1</sup> Each affiliation agreement contains the highly-confidential and negotiated terms and conditions for distribution of the Hallmark Channel and/or Hallmark Movies and Mysteries by a particular MVPD. The disclosure of the confidential and proprietary provisions of these affiliation agreements would cause Crown Media significant commercial harm in the competitive programming distribution marketplace.

Crown Media therefore requests that the Commission require the MVPD applicants to deliver the affiliation agreements subject to the pending document requests to the DOJ where the agreements also can be made available for review by Commission staff. Crown Media agrees with the Content Companies that excluding the affiliation agreements from the documents produced in response to the pending document requests represents the most effective method of safeguarding the agreements from disclosure. These procedures were used in the Comcast-NBC Universal merger proceeding, and I understand that they proved to be effective in facilitating the necessary review by Commission staff while maintaining confidentiality.

Please contact me if you have any questions regarding Crown Media's comments in response to the Public Notice.

Respectfully submitted



Charles Stanford  
Executive Vice President and General Counsel  
Crown Media Holdings, Inc.

cc: Ms. Vanessa Lemme  
Mr. Ty Bream  
Mr. William Dever  
Mr. Jim Bird  
Best Copy and Printing, Inc.

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<sup>1</sup> See Letter of Mace Rosenstein to Marlene H. Dortch, (Sept. 23, 2014), MB Docket Nos. 14-57 & 14-90, on behalf of CBS Corporation, Discovery Communications, The Walt Disney Company, Twenty First Century Fox, Inc., Scripps Interactive, Inc., Time Warner Inc., Viacom Inc. and Univision Communications Inc. ("Content Companies").